

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C.

20006-2973
(202) 393-2266

OF COUNSEL
URBAN A LESTER
TELEX
440367 A AND A
TELEFAX
(202) 393-2156

ELIAS C ALVORD (1942)
ELLSWORTH C ALVORD (1964)

ROBERT W ALVORD*
CHARLES T KAPPLER
JOHN H DOYLE*
JAMES C MARTIN JR *

*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN MARYLAND

RECORDATION NO 17150-A
FILED 1425

June 15, 1992

JUN 15 1992 - 1:16 PM
INTERSTATE COMMERCE COMMISSION
2-167A053

\$16

17150-

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) original copies of a Release and Termination dated as of May 7, 1992, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to a Security Agreement/Mortgage on Goods and Chattels dated December 27, 1990 together with Addendum, which was filed and recorded on December 28, 1990 under Recordation Number 17150.

The names and addresses of the parties to the enclosed document are:

Illinois Central Railroad Company
233 North Michigan Avenue
Chicago, Illinois 60601-5799

Deutsche Credit Corporation
2333 Waukegan Road
Deerfield, Illinois 60015-0329

MOTOR OPERATING UNIT
JUN 15 1 41 PM '92

A description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

John H. Doyle
Urban A. Lester

Mr. Sidney L. Strickland
June 15, 1992
Page Two

Kindly return two (2) stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C.. 20006.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Full Release and Termination.

Very truly yours,


Charles T. Kappler

This Schedule A is attached to a Release and Termination dated
as of May 7, 1992 and includes the following personal property:

Schedule A
ILLINOIS CENTRAL 70T WOODCAMP HOPPERS

ICG 867300	ICG 867332	ICG 867364	
ICG 867301	ICG 867333	ICG 867365	ICG 867397
ICG 867302	ICG 867334	ICG 867366	ICG 867398
ICG 867303	ICG 867335	ICG 867367	ICG 867399
ICG 867304	ICG 867336	ICG 867368	
ICG 867305	ICG 867337	ICG 867369	
ICG 867306	ICG 867338	ICG 867370	
ICG 867307	ICG 867339	ICG 867371	
ICG 867308	ICG 867340	ICG 867372	
ICG 867309	ICG 867341	ICG 867373	
ICG 867310	ICG 867342	ICG 867374	
ICG 867311	ICG 867343	ICG 867375	
ICG 867312	ICG 867344	ICG 867376	
ICG 867313	ICG 867345	ICG 867377	
ICG 867314	ICG 867346	ICG 867378	
ICG 867315	ICG 867347	ICG 867379	
ICG 867316	ICG 867348	ICG 867380	
ICG 867317	ICG 867349	ICG 867381	
ICG 867318	ICG 867350	ICG 867382	
ICG 867319	ICG 867351	ICG 867383	
ICG 867320	ICG 867352	ICG 867384	
ICG 867321	ICG 867353	ICG 867385	
ICG 867322	ICG 867354	ICG 867386	
ICG 867323	ICG 867355	ICG 867387	
ICG 867324	ICG 867356	ICG 867388	
	ICG 867357	ICG 867389	
ICG 867326	ICG 867358	ICG 867390	
ICG 867327			
ICG 867328	ICG 867360	ICG 867392	
ICG 867329	ICG 867361	ICG 867393	
ICG 867330	ICG 867362	ICG 867394	
ICG 867331	ICG 867363	ICG 867395	

Count: Ninety-five cars

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Charles T. Kopples
Alward & Alward
918 16th St N.W.
Washington, D.C. 20036

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on *6/15/92* at *11:50 pm*, and assigned recordation number(s). *17150-A & 17482-A*

Sincerely yours,

Sidney L. Strickland, Jr.
Sidney L. Strickland, Jr.
Secretary

17150-A
RECORDATION NO. FILED 1992

JUN 15 1992 - 1 50 PM

INTERSTATE COMMERCE COMMISSION

RELEASE AND TERMINATION

Release and Termination (the "Release") dated as of May 7, 1992, between Deutsche Credit Corporation, a Delaware Corporation ("Deutsche Credit") and Illinois Central Railroad Company, a Delaware Corporation ("Illinois Central").

WHEREAS, Illinois Central, as Borrower, gave to Deutsche Credit, as Lender, its Promissory Note dated December 27, 1990, in the amount of \$1,634,000.00, payable according to its terms (the "Promissory Note"); and

WHEREAS, Illinois Central, to secure the Promissory Note, by way of that certain Security Agreement/Mortgage on Goods and Chatels dated December 27, 1990, and the Addendum thereto (collectively, the "Security Agreement"), granted Deutsche Credit a security interest in ninety-five (95) Woodchip Hopper Railcars (the "Railcars") as more specifically identified on the attached Schedule A; and

WHEREAS, to evidence Deutsche Credit's lien on the Railcars, the Security Agreement was filed with the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. Section 11303(a) on December 28, 1990, and given recordation number 17150; and

WHEREAS, to further evidence Deutsche Credit's lien on the Railcars, a UCC-1 Financing Statement was filed with the Secretary of State, Illinois, on January 3, 1991, bearing the file-stamp number 2801647; and

WHEREAS, Illinois Central has made all payments due or to become due pursuant to the Promissory Note, prepaying the Promissory Note in full, all as of the date hereof; and

WHEREAS, Illinois Central desires Deutsche Credit to cancel the Promissory Note, to have Deutsche Credit release its interest in the Railcars, and to make such release a matter of Public Record.

NOW, THEREFORE, Deutsche Credit and Illinois Central agree as follows:

1. Effective as of the date hereof, the Promissory Note is hereby canceled, with no further amount thereunder being due and payable by Illinois Central to Deutsche Credit.
2. Deutsche Credit fully, completely, and irrevocably releases any interest it has or might have in and to the Railcars.
3. Deutsche Credit represents that it has not placed any liens, claims, security interests, pledges or encumbrances of any kind or description on the Railcars.
4. Deutsche Credit will, from time to time, do and perform any other act and will execute and acknowledge any and all further instruments required by law or reasonably requested and prepared by Illinois Central in order to release any interests which Deutsche Credit has or may have in the Railcars.

5. This Release shall be governed by and construed in accordance with the laws of the state of Illinois, but the parties shall be entitled to all rights conferred by the laws of the United States permitting filing with the Interstate Commerce Commission.

IN WITNESS WHEREOF, the parties have executed and delivered this Release as of the date first above written.

DEUTSCHE CREDIT CORPORATION

By: *W. Hoff*

Name: WAGNER VON HOFF

Title: S.V.P.

By: *R. E. Schredl*

Name: R. E. Schredl

Title: S.V.P.

ILLINOIS CENTRAL RAILROAD COMPANY

By: *D. A. Koman*

Name: D. A. Koman

Title: Treasurer

This Schedule A is attached to a Release and Termination dated
as of May 7, 1992 and includes the following personal property:

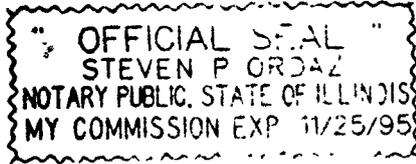
Schedule A
ILLINOIS CENTRAL 70T WOODCHIP HOPPERS

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ICG 867331	ICG 867363	ICG 867395	

Count: Ninety-five cars

STATE OF ILLINOIS)
) SS.
COUNTY OF LAKE)

On this 5th day of JUNE, 1992, before me personally appeared ~~GÜNTHER WAGNER VON HOFF~~ and ~~ROBERT E. SCHIEB~~ personally known to me, to be the persons who executed the within instrument as the SVP/SCO and SVP of Deutsche Credit Corporation, respectively, and acknowledged to me that the corporation executed it.

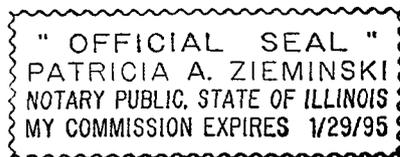


(seal)

Steven P. Ordaz
Notary Public

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 11th day of June, 1992, before me personally appeared D A KOMAN personally known to me, to be the person who executed the within instrument as the TREASURER of Illinois Central Railroad Company and acknowledged to me that the corporation executed it.



(seal)

Patricia A. Zieminski
Notary Public